

**AGENDA
CORPORATIONS COMMITTEE**

San Francisco Airport Westin
Friday, October 7, 2005
9:30 a.m. to 12:30 p.m.

I. ADMINISTRATIVE MATTERS [10 MIN.]

1. Opening remarks and announcements: Gemello/Stokdyk
2. Meeting Schedule: Gemello/Stokdyk
3. Approval of minutes: Barwick/Willner

II. AGENCY AND LIAISONS' REPORTS [50 MIN.]

1. Securities and Exchange Commission: Tyson
2. NASD: Webber
3. Department of Corporations: LeBas
4. Secretary of State: Bogart
5. Office of Governmental Affairs: Doyle
6. BLS Committee liaison reports
 - Corporate Law Departments: Sawyers
 - Cyberspace Law: Serepca
 - Financial Institutions: Sostrin
 - Non-Profit Corporations: Delfino
 - Partnerships and LLCs: Deming
 - UCC: Hong
 - Executive Committee: Bishop
7. Appointment of new liaisons: Gemello/Stokdyk

III. SUBCOMMITTEE REPORTS [50 MIN.]

1. Legislation: Delfino
 - AB 241 (mergers; certificate of satisfaction) – adoption
 - AB 153 (monetary awards; CSA violations) – veto letter
- ALPs:
- §710 (Fotenos)
 - §191 (Rousch)
 - Technical Amendments: Stokdyk
 - New projects: Jury Waivers: Hsu/Sostrin
Corporate Disclosure Act: Delfino/Hsu

2. Communications/Website: Serepca/Sostrin
 - Extranet
 - Website
3. Education/Publications: Weakley
 - Ongoing projects (January SEI and BLN articles)
 - New projects (BLN articles and CLE teleconference)

IV. ONGOING PROJECTS [60 MIN.]

1. National Venture Capital Association Model Forms: Skinner
 - Status & next steps
 - Working group membership
2. Close Corporation Model Act adoption: Serepca
 - Status & next steps
 - Working group membership
3. Report on Uniform Securities Act Amendments: Gemello/Stokdyk
 - Status
 - Working group membership
 - Presentations by Deming and Skinner (carryover from Sept. meeting)
4. Opinions Report: Gemello
5. Legal Handbook for Incorporating a Business in California: Weakley
6. January SEI presentation: Serepca/Skinner
7. ABA Task Force on Attorney-Client Privilege: Davis
8. BLN Article – Fairness Hearing: Wood
9. BLN Article – 2005 Legislative Update: Davis

V. NEW BUSINESS [10 MIN.]

1. New Projects
 - BLN article on 2005 Opinion Report and/or Vantagepoint opinion issues: Gemello/Wong
 - E-bulletin subcommittee: Gemello/Weakley
 - CLE Teleconference on Shareholder Voting: Weakley
2. Committee Membership